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**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

|                                |   |
|--------------------------------|---|
| -----X                         |   |
| SECURITIES INVESTOR PROTECTION | : |
| CORPORATION,                   | : |
| Plaintiff,                     | : |
|                                | : |
| — versus —                     | : |
|                                | : |
| BERNARD L. MADOFF INVESTMENT   | : |
| SECURITIES, LLC,               | : |
| Defendant                      | : |
| -----X                         |   |
| In re BERNARD L. MADOFF,       | : |
| Debtor                         | : |
| -----X                         |   |

**SUPPLEMENTAL AFFIDAVIT OF JENNIFER A. CLARK, ESQ.**  
**IN SUPPORT OF OBJECTION TO TRUSTEE'S DETERMINATION OF CLAIMS**

STATE OF NEW YORK     )  
COUNTY OF ONONDAGA ) ss.:

JENNIFER A. CLARK, ESQ., being duly sworn, states as follows:

1. I am a partner in the law firm of Blitman & King LLP, attorneys for Bricklayers and Allied Craftsmen Local 2 Annuity Fund, Bricklayers and Allied Craftworkers Local 2, Albany, New York, Health Benefit Fund, Building Trade Employers Insurance Fund, Central New York Laborers' Annuity Fund, Central New York Laborers' Health and Welfare Fund, Central New York Laborers' Pension Fund, Central New York Laborers' Training Fund, Engineers Joint Welfare Fund, Engineers Joint Training Fund, International Brotherhood of Electrical Workers Local Union No. 43 and Electrical Contractors Pension Fund, International Brotherhood of Electrical Workers Local No. 43 and Electrical Contractors Welfare Fund, I.B.E.W. Local 241 Welfare Benefits Fund, I.B.E.W. Local 910 Welfare Fund, Laborers' Local 103 Annuity Fund, Laborers' Local 103 Welfare Fund<sup>1</sup>, New York State Lineman's Safety Training Fund, Oswego Laborers' Local No. 214 Pension Fund, Plumbers, Pipefitters and Apprentices Local No. 112 Health Fund, Roofers' Local 195 Annuity Fund, Roofers' Local 195 Health & Accident Fund, Syracuse Builders Exchange, Inc./CEA Pension Plan, Service Employees Benefit Fund, Service Employees Pension Fund of Upstate New York, and Local 73 Retirement Fund (collectively "Objectors").

2. I submit this affidavit in support of Objectors' May 16, 2011 Supplement to Objection to Trustee's Determination of Claims.

3. Attached as Exhibit A are the following Objectors' Customer Claims ("Claims") against the estate of Bernard L. Madoff Investment Securities ("BLMIS") timely filed under the

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<sup>1</sup> Effective December 31, 2010, Laborers' Local 103 Annuity Fund and Laborers' Local 103 Welfare Fund merged with Rochester Laborers' Annuity Fund and Rochester Laborers' Welfare Fund, respectively, and Rochester Laborers Annuity Fund and Rochester Laborers Welfare Fund are the successor and surviving employee benefit funds.

Securities Investor Protection Act (“SIPA”), 15 U.S.C. §§ 78aaa-78lll:

| <u>Investor</u>   | <u>Claim No.</u> |
|---|------------------|
| Bricklayers and Allied Craftsmen Local 2 Annuity Fund   | 006062           |
| Bricklayers and Allied Craftworkers Local 2, Albany, New York<br>Health Benefit Fund                          | 006061<br>006003 |
| Building Trade Employers Insurance Fund   | 005165           |
| Central New York Laborers’ Annuity Fund   | 005075           |
| Central New York Laborers’ Health and Welfare Fund  | 005163<br>005160 |
| Central New York Laborers’ Pension Fund   | 005070           |
| Central New York Laborers’ Training Fund  | 005076           |
| Engineers Joint Welfare Fund (2 denials received)   | 005572<br>005559 |
| Engineers Joint Training Fund   | 005573           |
| International Brotherhood of Electrical Workers Local Union<br>No. 43 and Electrical Contractors Pension Fund | 005837           |
| International Brotherhood of Electrical Workers Local Union<br>No. 43 and Electrical Contractors Welfare Fund | 005836           |
| I.B.E.W. Local 241 Welfare Benefits Fund  | 005468           |
| I.B.E.W. Local 910 Welfare Fund   | 005415           |
| Laborers’ Local 103 Annuity Fund  | 005966           |
| Laborers’ Local 103 Welfare Fund  | 005975           |
| New York State Lineman’s Safety Training Fund   | 005003           |
| Oswego Laborers’ Local 214 Pension Fund   | 006284           |
| Plumbers, Pipefitters and Apprentices Local No. 112   |                  |

|  |        |
|--|--------|
| Health Fund  | 005503 |
| Roofers' Local 195 Annuity Fund                    | 004333 |
| Roofers' Local 195 Health & Accident Fund          | 004332 |
| Syracuse Builders Exchange, Inc./CEA Pension Plan  | 005164 |
| Service Employees Benefit Fund                     | 005574 |
| Service Employees Pension Fund of Upstate New York | 006161 |
| Local 73 Retirement Fund                           | 005463 |

4. Attached as Exhibit B is the Notice of Trustee's Determination of Claim issued to Objector Bricklayers and Allied Craftsmen Local 2 Annuity Fund by Irving H. Picard, trustee for the substantively consolidated liquidation of BLMIS ("Trustee"), denying that Objector's Claim. Each of the Objectors received substantially similar notices from the Trustee providing identical reasons for the determination.

5. Attached as Exhibit C are Objectors' Annual Return/Report of Employee Benefit Plan, also known as Form 5500, filed pursuant to Sections 104 and 4065 of the Employee Retirement Income Security Act ("ERISA"), 29 U.S.C. §§ 1024 and 1365, for the year 2008. The documents at Exhibit C are publicly available at <http://www.freeerisa.com>. Pursuant to 29 C.F.R. 2520.104-22, apprenticeship/training fund Objectors are exempt from filing a Form 5500.

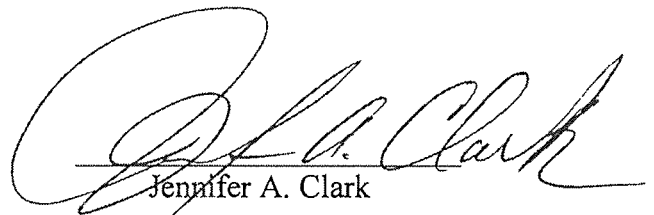
6. Attached as Exhibit D are Annual Returns/Reports of Employee Benefit Plan, also known as Form 5500, filed by Andover Associates LP ("Andover") and Beacon Associates LLC ("Beacon") pursuant to Sections 104 and 4065 of the Employee Retirement Income Security Act ("ERISA"), 29 U.S.C. §§ 1024 and 1365, for the year 2008. The documents at Exhibit D are publicly available at <http://www.freeerisa.com>.

7. Attached as Exhibit E are relevant portions of Andover's Confidential Offering Memoranda dated June 2, 2008, previously submitted as an exhibit to my affidavit of October 18, 2010. See Dkt. No. 3043.

8. Attached as Exhibit F is the Declaration of Tab K. Rosenfeld, Esq., member of the law firm of Rosenfeld & Kaplan, LLP, attorneys for Beacon and related entities in connection with the pending matter In re Beacon Associates Litigation, Master File No. 09 Civ. 777 (LBS) (S.D.N.Y.), and excerpts of certain exhibits attached thereto, including excerpts of a Confidential Offering Memoranda for Beacon dated August 9, 2004. The documents at Exhibit F are publicly available via Public Access to Court Electronic Records (PACER) at <http://www.pacer.gov/> and are designated Documents 96 and 96-6 through 96-12 on the docket sheet for the above-referenced matter.

9. Attached as Exhibit G is a letter from Joel Danziger, President of Beacon Associates Management Corp., to my firm, dated December 17, 2010, stating that "as of November 30, 2008 and currently," more than 25% of Beacon's assets were from ERISA plans.

Dated: May 16, 2011



Jennifer A. Clark

Sworn to before me this 16th  
day of May, 2011.



Notary Public

CHELSEA DAWN FRANKLIN  
Notary Public - State of New York  
No. 01FR6200643  
Qualified in Onondaga County  
My Commission Expires February 2, 2012